

# **EXHIBIT F**

### **CONDITIONAL ASSIGNMENT OF CLAIMS**

This Conditional Assignment of Claims is executed as of October 25, 2024, by Millstone Spirits Group, LLC (“Millstone”), which intends to be legally bound hereby.

### **RECITALS**

A. On June 21, 2021, Midnight Madness Distilling, LLC (the “Debtor”) filed a voluntary petition for bankruptcy relief initiating a case under Chapter 11 of the United States Bankruptcy Code styled *In re Midnight Madness Distilling, LLC*, Case No. 21-11750 in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Bankruptcy Court”).

B. On September 20, 2021, the Bankruptcy Court entered an order (the “Sale Order”) approving the sale of certain of the assets of the Debtor to Millstone pursuant to an Asset Purchase Agreement dated as of September 15, 2021 between the Debtor and Millstone (the “APA”).

C. On October 13, 2021, the Bankruptcy Court entered an order converting the Debtor’s Chapter 11 case to a case under Chapter 7 of the United States Bankruptcy Code and, on October 14, 2021, the Bankruptcy Court entered an order appointing Bonnie Finkel as the Chapter 7 Trustee of the Debtor’s estate (the “Trustee”).

D. On June 15, 2023, the Trustee instituted an adversary proceeding in the Bankruptcy Court styled *Bonnie B. Finkel, in her capacity as Chapter 7 Trustee for Midnight Madness Distilling, LLC v. Casey Parzych, et al.*, Adv. Case No. 23-00047 (the “Adversary Proceeding”).

E. As set forth in the Declaration of Robert Cassell, attached hereto as Appendix 1, Millstone did not intend for the APA to transfer the causes of action asserted by the Trustee in the Adversary Proceeding from the Debtor to Millstone, and does not interpret the APA as having transferred those causes of action. In an abundance of caution, in the event a court deems the APA as having transferred the Adversary Proceeding’s causes of action contrary to the parties’ intent, Millstone wishes to assign them back to the Trustee for the benefit of the Debtor’s estate.

### ASSIGNMENT

1. To the extent that the Bankruptcy Court or any other court holds that any of the causes of action asserted in the Adversary Proceeding were transferred to Millstone pursuant to the APA and/or the Sale Order, Millstone hereby unconditionally and irrevocably assigns those causes of action to the Trustee, retroactive to the date on which Millstone is deemed to have taken possession of those causes of action, along with the authority to take all necessary legal measures to prosecute those causes of action for the use and benefit of the Debtor's estate.

Dated: October 25, 2024

Signed by:  
  
83E81BE4DDAD491...  
Robert Cassell, President  
Millstone Spirits Group, LLC

# Appendix A

**DECLARATION OF ROBERT CASSELL**

I, Robert Cassell, state as follows:

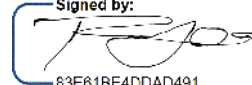
1. I am over twenty-one years of age, and I am competent to give this declaration. I have personal knowledge of the facts set forth in this declaration.
2. I am President of Millstone Spirits Group, LLC.
3. On June 21, 2021, Midnight Madness Distilling, LLC (the “Debtor”) filed a voluntary petition for bankruptcy relief initiating a case under Chapter 11 of the United States Bankruptcy Code styled *In re Midnight Madness Distilling, LLC*, Case No. 21-11750 in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Bankruptcy Court”).
4. On September 20, 2021, the Bankruptcy Court entered an order (the “Sale Order”) approving the sale of certain of the assets of the Debtor to Millstone pursuant to an Asset Purchase Agreement dated as of September 15, 2021 between the Debtor and Millstone (the “APA”). I was one of the three Millstone Directors who executed the APA on behalf of Millstone.
5. On October 13, 2021, the Bankruptcy Court entered an order converting the Debtor’s Chapter 11 case to a case under Chapter 7 of the United States Bankruptcy Code and, on October 14, 2021, the Bankruptcy Court entered an order appointing Bonnie Finkel as the Chapter 7 Trustee of the Debtor’s estate (the “Trustee”).
6. On June 15, 2023, the Trustee instituted an adversary proceeding in the Bankruptcy Court styled *Bonnie B. Finkel, in her capacity as Chapter 7 Trustee for Midnight Madness Distilling, LLC v. Casey Parzych, et al.*, Adv. Case No. 23-00047 (the “Adversary Proceeding”).

7. Millstone did not intend for the APA to transfer the causes of action asserted by the Trustee in the Adversary Proceeding from the Debtor to Millstone, and does not interpret the APA as having transferred those causes of action.

8. Consistent with this interpretation, Millstone has not asserted any of the causes of action brought in the Adversary Proceeding on its own behalf.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: October 25, 2024

Signed by:  
  
83E81BE4DDAD491...  
Robert Cassell